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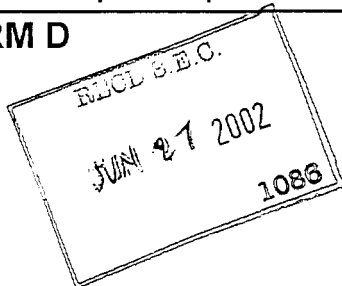
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ATTENTION

Failure to file notice in the appropriate states will not result in an exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

02048119

FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden
hours per response 1

SEC USE ONLY

Prefix Serial

DATE RECEIVED

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Series C Preferred Stock Financing

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☐ New Filing ☒ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Vernier Networks, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)
465 National Avenue, Mountain View, CA 94043

Telephone Number (Including Area Code)
650-237-2200

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

Technology Development

PROCESSED
JUL 18 2002

THOMSON
FINANCIAL
other (please specify):

Type of Business Organization

☒ corporation

☐ limited partnership, already formed

☐

☐ business trust

☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month Year
0 1 0 1

☒ Actual

☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction)

D E

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Booker, Joe T.

Business or Residence Address (Number and Street, City, State, Zip Code)

14662 Fieldstone Drive, Saratoga, CA 95070

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Carey, Sydney

Business or Residence Address (Number and Street, City, State, Zip Code)

2465 Latham Street, 1st Floor, Mountain View, CA 94040

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Carrico, William N.

Business or Residence Address (Number and Street, City, State, Zip Code)

2465 Latham Street, 3rd Floor, Mountain View, CA 94040

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

DCM III, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

3180 Porter Drive, Suite A, Palo Alto, CA 94304

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

DCM III - A, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

3180 Porter Drive, Suite A, Palo Alto, CA 94304

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

DCM Affiliates Fund III, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

3180 Porter Drive, Suite A, Palo Alto, CA 94304

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Druyan, Lara

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Allegis Capital, LLC, 100 Hamilton Avenue, Suite #250, Palo Alto, CA 94301

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

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- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Elmore, William

Business or Residence Address (Number and Street, City, State, Zip Code)

70 Willow Road, Suite 200, Menlo Park, CA 94025

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Estrin, Judith L.

Business or Residence Address (Number and Street, City, State, Zip Code)

2465 Latham Street, 3rd Floor, Mountain View, CA 94040

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Financial Technology Ventures (Q), L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

601 California Street, Suite 2200, San Francisco, CA 94108

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Financial Technology Ventures II (Q), L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

601 California Street, Suite 2200, San Francisco, CA 94108

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Financial Technology Ventures, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

601 California Street, Suite 2200, San Francisco, CA 94108

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Financial Technology Ventures II, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

601 California Street, Suite 2200, San Francisco, CA 94108

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Foundation Capital III, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

70 Willow Road, Suite 200, Menlo Park, CA 94025

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- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Foundation Capital III Principals, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

70 Willow Road, Suite 200, Menlo Park, CA 94025

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Klein, Douglas

Business or Residence Address (Number and Street, City, State, Zip Code)

2465 Latham Street, 1st Floor, Mountain View, CA 94040

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Klingman, Kenneth C.

Business or Residence Address (Number and Street, City, State, Zip Code)

2465 Latham Street, 1st Floor, Mountain View, CA 94040

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Masthead Concordia, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Milk Street, Portland, ME 04101

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Masthead Endeavour, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Milk Street, Portland, ME 04101

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Masthead Friendship, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Milk Street, Portland, ME 04101

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Media Technology Entrepreneurs Fund III, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Allegis Capital, LLC, 100 Hamilton Avenue, Suite #250, Palo Alto, CA 94301

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- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Media Technology Strategic Entrepreneurs Fund, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Allegis Capital, LLC, 100 Hamilton Avenue, Suite #250, Palo Alto, CA 94301

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Media Technology Ventures III, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Allegis Capital, LLC, 100 Hamilton Avenue, Suite #250, Palo Alto, CA 94301

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Media Technology Ventures IV - A, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Allegis Capital, LLC, 100 Hamilton Avenue, Suite #250, Palo Alto, CA 94301

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Media Technology Venture IV - B, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Allegis Capital, LLC, 100 Hamilton Avenue, Suite #250, Palo Alto, CA 94301

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

MVP Global, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Milk Street, Portland, ME 04101

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Packet Design, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

2465 Latham Street, 3rd Floor, Mountain View, CA 94040

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Pathak, Janak T.

Business or Residence Address (Number and Street, City, State, Zip Code)

2465 Latham Street, 1st Floor, Mountain View, CA 94040

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)